

# EXHIBIT F

**Sagi Genger**  
**1121 Park Avenue**  
**New York, NY 10028**

November 10, 2004

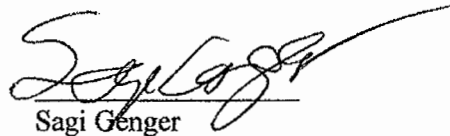
Orly Genger  
1965 Broadway  
New York, NY

Dear Orly:

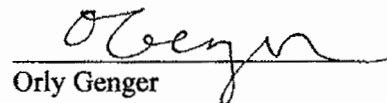
In connection with the attached letter (the "Promise") from me to our mother, Dalia Genger, dated October 30, 2004, you agree to indemnify, defend, and hold me harmless, for and against one-half (1/2) of any and all payments, liabilities, damages, claims, actions, losses, settlements, penalties, judgments or obligations (each a "Claim"), including my reasonable counsel and other professional fees, expenses and costs, which arise from my undertakings in the Promise.

I will notify you promptly of any Claims.

Very truly yours,

  
Sagi Genger

AGREED TO AND ACCEPTED  
THIS DAY OF NOVEMBER, 2004

  
Orly Genger

**Sagi Genger**  
**1121 Park Avenue,**  
**New York, NY 10028**

October 30, 2004

Dalia Genger  
210 East 65<sup>th</sup> St.  
New York, NY 10021

**Promise**


Dear Mom,

This letter confirms our understanding with respect to certain payments that I am prepared to make to you in consideration of the following. My sister Orly and I are benefiting by the receipt of a total of 794.40 shares of Trans-Resources, Inc. ("TRI"), or beneficial interests in those shares, by trusts for our benefit. In reliance on this letter and in consideration of the trusts' receipt of these shares and other consideration, you are giving up valuable marital rights, and you desire further assurance that you will have sufficient funds to support your lifestyle.

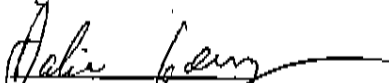
If you, in your sole and absolute discretion, from time to time desire funds to support your lifestyle, you may request in writing that I make payment to you as provided in this letter. Promptly upon receipt of the request, I will pay to you (1) an amount equal to all dividends, distributions, proceeds or other payments attributable to 794.40 shares of TRI (adjusted for any splits or similar action) that have previously been paid to Orly, me or any trust for the benefit of either of us, less any amounts previously paid to you pursuant to this letter, or (2) any lesser amount indicated in your request.

We intend for this letter to be a binding agreement under New York law. Please confirm that this letter correctly reflects your understanding by signing below.

Sincerely,

  
Sagi Genger

Agreed

  
Dalia Genger